

First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

September 18, 2002

RECORDATION NO. 22142-1 FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

SEP 23 '02 7-31 AM

SURFACE TRANSPORTATION BOARD

RECEIVED

SEP 24 2002

MAIL
MANAGEMENT
STB

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 26, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22142.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Meridian Aggregates Company
Meridian Business Group
Martin Marietta Materials
Southwest Division
11467 Huebner, Suite 300
San Antonio, TX 78230

A description of the railroad equipment covered by the enclosed document is seventy-eight (78) 2743 cubic foot gondola cars, with NOKL marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,



Amy Carone
Manager of Documentation

Enclosures

(MEAG010)

ASSGN. NO.: MEAG010

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of August, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Meridian Aggregates Company ("Lessee"), a Delaware limited partnership.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 1, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski
Name: K. A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION
Executed on this 26th day of Aug., 2002

[CORPORATE SEAL]

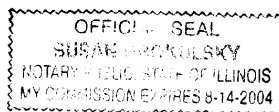
STATE OF ILLINOIS
COUNTY OF COOK

I, SUSAN GRUKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of August, 2002.

Susan Grukulsky
Notary Public

My Commission Expires:
8-14-2004
(Notary Public)



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SEP 23 '02 7:31 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

MERIDIAN AGGREGATES COMPANY

By: Bruce A. Vaio

Name: Bruce A. Vaio

Title: OFFICER

ATTEST:

By: Maria L. Champion

Name: Maria L. Champion

Title: Executive Assistant

Executed on this 12th day of August, 2002

[CORPORATE SEAL]

STATE OF Texas

COUNTY OF Bexar

I, Kerry S. Meyers, a Notary Public of the County and State aforesaid, certify that Bruce A. Vaio personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of August, 2002



Kerry S. Meyers
Notary Public

Commission Expires:

3-29-2004
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventy-eight (78)

DESCRIPTION OF CARS: 52'6" length, with 5'6" sides, 2743 cu. ft. 286,000 lb. capacity Gondola cars

CAR NUMBERS:

NOKL	320300	NOKL	320429
NOKL	320301	NOKL	320430
NOKL	320302	NOKL	320431
NOKL	320304	NOKL	320432
NOKL	320305	NOKL	320433
NOKL	320306	NOKL	320434
NOKL	320307	NOKL	320435
NOKL	320308	NOKL	320436
NOKL	320309	NOKL	320438
NOKL	320310	NOKL	320439
NOKL	320311	NOKL	320440
NOKL	320312	NOKL	320441
NOKL	320313	NOKL	320442
NOKL	320314	NOKL	320443
NOKL	320315	NOKL	320444
NOKL	320316	NOKL	320446
NOKL	320317	NOKL	320447
NOKL	320321	NOKL	320448
NOKL	320322	NOKL	320449
NOKL	320323	NOKL	320450
NOKL	320324	NOKL	320451
NOKL	320325	NOKL	320453
NOKL	320326	NOKL	320454
NOKL	320327	NOKL	320455
NOKL	320328	NOKL	320457
NOKL	320330	NOKL	320458
NOKL	320331	NOKL	320460
NOKL	320332	NOKL	320462
NOKL	320333	NOKL	320463
NOKL	320334	NOKL	320464
NOKL	320336	NOKL	320466
NOKL	320338	NOKL	320468
NOKL	320339	NOKL	320469
NOKL	320340	NOKL	320470
NOKL	320341	NOKL	320473
NOKL	320347	NOKL	320474
NOKL	320348	NOKL	321577
NOKL	320425	NOKL	321578
NOKL	320428	NOKL	321584